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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**LIMITED SUPPLEMENTAL OBJECTION OF CELLCO PARTNERSHIP
D/B/A VERIZON WIRELESS TO NOTICE OF ASSUMPTION AND
ASSIGNMENT OF ADDITIONAL EXECUTORY CONTRACTS**

Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”), by and through its undersigned counsel, submits this Limited Supplemental Objection (“Objection”) to the *Notice of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Assumption and Assignment of Additional Executory Contracts (“Supplemental Notice”) [Docket No. 3950], and respectfully states as follows:

1. This Objection pertains to the Verizon Wireless National Account Agreement including certain amendments (“Agreement”) by and between certain debtor entities² and Verizon Wireless.

2. Since the filing of Verizon Wireless’s limited objection and reservation of rights to the Seventh Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket No. 3597], Verizon Wireless has been in contact with Transform Holdco LLC (“Buyer”) in an effort to resolve the cure amounts necessary to assume and assign the Agreement.

3. Verizon Wireless and the Buyer have reconciled certain Verizon Wireless accounts that roll up under the Agreement. In fact, the Supplemental Notice states “Cure Amount Resolved” for the Agreement.

4. However, there are two other Verizon Wireless accounts that are listed in the names of debtors Sears Home Improvement Product and Florida Builder Appliances. These accounts have received payments on post-petition invoices, but they did not appear on the Buyer’s list of Verizon Wireless accounts. Verizon Wireless and the Buyer have exchanged information in an effort to determine whether the Buyer also desires to assume and assign these accounts, which also appear to roll up the Agreement. The Agreement may not be assumed in part. *See N.L.R.B. v. Bildisco & Bildisco*, 465 U.S. 513, 531, 104 S. Ct. 1188, 1199, 79 L. Ed. 2d 482 (1984) (“Should the debtor-in-possession elect to assume the executory contract, however, it assumes the contract *cum onere*.”); *In re MF Glob. Holdings Ltd.*, 466 B.R. 239, 241 (Bankr. S.D.N.Y. 2012) (“An

² The Supplemental Notice indicates that the debtor counterparty is Sears Holdings Management Corporation.

executory contract may not be assumed in part and rejected in part . . . The trustee must either assume the entire contract, *cum onere*, or reject the entire contract, shedding obligations as well as benefits.”).

5. Further, the Debtors have certain agreements with Verizon Wireless wireline affiliates Verizon Business and Verizon. In the course of attempting to resolve the cure amounts for the Agreement, Verizon Wireless has also exchanged information with the Buyer to determine if the Buyer wishes for any of those agreements to be assumed and assigned to Buyer. To date Verizon Wireless has not received a definitive answer on this inquiry.

6. Given these outstanding issues, Verizon Wireless files this Objection to reserve all of its right, remedies, claims and causes of action under the Agreement.

WHEREFORE, Verizon Wireless requests that this Court (i) sustain this Objection, and (ii) grant Verizon Wireless such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: May 28, 2019

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify, pursuant to 28 U.S.C. §1746, that on May 28, 2019, I caused a true and correct copy of the foregoing Limited Supplemental Cure Objection to be sent to each persons named on the attached Service List, by first class mail, postage prepaid, and by electronic mail unless otherwise indicated. Additionally, said document was electronically served via ECF notification upon all parties requesting service on May 28, 2019.

Dated: May 28, 2019

/s/ Darrell W. Clark

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